

BY -LAWS  
OF  
CHEROKEE HILLS ASSOCIATION, INC.

ARTICLE I.

Offices

The principal office of the Association shall be located in or near the City of Greenwood, State of South Carolina, at such place as the Board of Directors may from time to time determine.

ARTICLE II.

Purpose of the Association

The Association shall perform such community services for the property owners of Cherokee Hills Subdivision and any extensions or additions thereto and including adjoining communities or subdivisions as may be necessary to fulfill the sanitary, esthetic, recreational or community needs and to collect such charges from such property owners as may be necessary to perform such services.

ARTICLE III.

Section 1. Classes of Member. The Association shall have three (3) classes of members as follows:

- (a) Voting Members. All record owners of a fee interest in a lot in Cherokee Hills Subdivision and additions and extensions thereof shall automatically be voting members of the Association,
- (b) Associate Members. Dependents of voting and participating members shall be deemed to be associate members of the Association. It shall not be necessary that such dependent reside with the voting or participating member, but in order to be a "dependent" such individual shall receive at least fifty (50) per cent of his support from the voting and participating member. Associate members shall be entitled to enjoy all benefits of the Association, but shall not be entitled to vote, and shall not be subject to money assessments.
- (c) Participating Members. The Board of Directors may, on conditions established by them, admit other persons residing in subdivisions adjoining or near Cherokee Hills Subdivision to a participating membership in the Association. Such member shall not be entitled to vote, but shall be entitled to participate in the services and other activities of the Association on such terms as the Board of Directors may establish. Such participating members shall participate in the fees, charges or assessments of the Association as may be determined by the Board of Directors.

Section 2. Voting Rights. Voting rights shall be based on one vote per lot as shown on plats of Cherokee Hills Subdivision and extensions thereof.

Section 3. Changes in Membership. Termination of membership, reinstatement of membership and other changes in the status of membership shall be determined by rules and regulations adopted by the Board of Directors from time to time.

Section 4. Transfer of Membership. Membership in this Association shall not be transferable or assignable, except that transfer of a lot in Cherokee Hills Subdivision shall automatically operate to terminate the membership of the Person selling the lot and of the dependents of such person, and automatically vest the purchaser with rights as a member.

Section 5. Guests. Voting and Participating members may bring guests to Association activities other than meetings, if the members accompany such guests.

## ARTICLE IV.

### Meetings of Members

Section 1. Annual Meeting. An annual meeting of the members shall be held in the first quarter of the year beginning with the year 1967 at such time and place as shall be determined by the Directors. Such meeting shall be for the purpose of electing Officers and Directors and for the transaction of such other business as may properly come before the meeting.

Section 2. Special Meetings. Special meetings of the members may be called by the President, the Board of Directors, or not less than one-tenth (1/10) of the members having voting rights.

Section 3. Place of Meeting. The Board of Directors may designate any place in or near the City of Greenwood as the place of meeting for any annual meeting or any special meeting called by the Board. Special meetings called in accordance with Section 2 hereof by other than the Board of Directors shall be held within Cherokee Hills Subdivision, near Greenwood, S. C.

Section 4. Notice of Meetings. The annual meeting of members shall be held at a time selected by The Board of Directors, and five (5) days written notice shall be required for such meeting. Special meetings shall be held after five (5) days' written notice mailed to all voting members of the Association.

Section 5. Quorum. The members holding fifty (50) per cent of the votes which may be cast at any meeting shall constitute a quorum at such meeting. If a quorum is not present at any meeting of members, a majority of the members present may adjourn the meeting from time to time without further notice.

Section 6. Proxies. At any meeting of members a member entitled to vote may vote by proxy executed in writing by the member.

## ARTICLE V.

### Board of Directors

Section 1. General Powers. The affairs of the Association shall be managed by its Board of Directors. Directors need not be voting members of the Association, but at least a majority of the Board shall be voting members of the Association. A corporate member may designate no more than one individual for each lot owned by it as a nominee for director. Such nominee will be deemed a voting member.

Section 2. Number, Tenure, and Qualifications. The number of Directors of the Association shall be six (6). Each Director shall hold office until the next annual meeting of members and until his successor shall have been elected and qualified. The immediate past Association President shall serve as ex-officio member of The Board of Directors for one year.

Section 3. Initial Board. The initial Board of Directors shall determine by lot whether such initial Directors have been elected for a term of one (1), two (2) or three (3) years, and at each annual meeting of the Association, two (2) or three (3) years, and at each annual meeting of the Association, two (2) replacement Directors shall be elected to serve for terms of three (3) years and until their successors shall have been elected and qualified.

Section 4. Regular Meetings. A regular annual meeting of the Board of Directors shall be held without other notice than by this By-Law, immediately after, and at the same place as the annual meeting of members. Regular meetings of the Board of Directors at other times shall be held at such time and place as the Board of Directors shall determine.

Section 5. Special Meetings. Special meetings of the Board of Directors may be called by or at the request of the President or any two (2) Directors. The person or persons authorized to call special meetings of the Board shall fix a place either within Cherokee Hills Subdivision or within the City of Greenwood for same.

Section 6. Notice. Notice of any special meeting of the Board of Directors shall be given at least two (2) days prior thereto in writing. No additional notice shall be required for regular meetings of the Board of Directors.

Section 7. Quorum. A majority of the Board of Directors shall constitute a quorum for the transaction of business at any meeting of the Board; but if less than a majority of the Directors are present at said meeting, a majority of the Directors present may adjourn the meeting from time to time without further notice.

Section 8. Manner of Acting. The act of a majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors, unless the act of a greater number is required by law or by these By-Laws.

Section 9. Vacancies. Any vacancy occurring in the Board of Directors shall be filled by the Board of Directors. A Director elected to fill a vacancy shall be elected for the unexpired term of his predecessor in office.

Section 10. Compensation. Directors shall not receive any compensation for their services, but may be reimbursed for expenses incurred at the direct request of the Association.

## ARTICLE VI.

### Officers

Section 1. Officers. The officers of the Association shall be a President, a Vice President, a Secretary and a Treasurer and such other officers as may be elected in accordance with the provisions of these By-Laws. The Board of Directors may elect or appoint such other officers, including one or more Assistant Secretaries and one or more Assistant Treasurers as it shall deem desirable, such officers to have the authority and perform the duties prescribed from time to time by the Board of Directors. Any two or more offices may be held by the same person, except the offices of President and Secretary. Association Officers shall be voting members of The Board of Directors.

Section 2. Election and Term of Office. The officers of the Association shall be elected annually by the Association at the regular annual meeting of the Association. Each officer shall hold office until his successor shall have been duly elected and shall have qualified.

Section 3. Removal. Any officer elected or appointed by the Board of Directors may be removed by the Board of Directors whenever in its judgment the best interests of the Association would be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the officer so removed.

Section 4. Vacancies. A vacancy in any office because of death, resignation, removal, disqualification, or otherwise, may be filled by the Board of Directors for the unexpired portion of the term.

Section 5. President. The President shall be the principal executive officer of the Association and shall, in general, supervise and control all of the business and affairs of the Association. He shall preside at all meetings of the members and of the Board of Directors. He may sign, with the Secretary or any other proper officer of the Association authorized by the Board of Directors, any deeds, mortgages, bonds, contracts, or other instruments which the Board of Directors have authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the Board of Directors or by these By-Laws or by statute to some other officer or agent of the Association; and in general he shall perform all duties incident to the office of President and such other duties as may be prescribed by the Board of Directors from time to time.

Section 6. Vice President. In the absence of the President or in event of his inability or refusal to act, the Vice President (or in the event there be more than one Vice President, the Vice Presidents in the order of their election) shall perform the duties of the President, and when so acting, shall have all the powers of and be subject to all the restrictions upon the President. Any Vice President shall perform such other duties as from time to time may be assigned to him by the President or by the Board of Directors.

Section 7. Treasurer. If required by the Board of Directors, the Treasurer shall give a bond for the faithful discharge of his duties in such sum and with such surety or sureties as the Board of Directors shall determine. He shall have charge and custody of and be responsible for all funds and securities of the Association; receive and give receipts for moneys due and payable to the Association from any source whatsoever, and deposit all such moneys in the name of the Association in such banks, trust companies, or other depositories as shall be selected in accordance with the provisions of Article VIII of these By-Laws; and in general perform all the duties incident to the office of Treasurer and such other duties as from time to time may be assigned to him by the President or by the Board of Directors.

Section 8. Secretary. The Secretary shall keep the minutes of the meetings of the members and of the Board of Directors in one or more books provided for that purpose; see that all notices are duly given in accordance with the provisions of these By-Laws or as required by law; be custodian of the Association records and of the seal of the Association and see that the seal of the Association is affixed to all documents, the execution of which on behalf of the Association under its seal is duly authorized in accordance with the provisions of these By-Laws; keep a register of the post office address of each member which shall be furnished to the Secretary by such member; and in general perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned to him by the President or by the Board of Directors.

Section 9. Assistant Treasurers and Assistant Secretaries. If required by the Board of Directors, the Assistant Treasurers shall give bonds for the faithful discharge of their duties in

such sums and with such sureties as the Board of Directors shall determine. The Assistant Treasurers and Assistant Secretaries, in general, shall perform such duties as shall be assigned to them by the Treasurer or the Secretary or by the President or the Board of Directors.

## ARTICLE VII.

### Committees

Section 1. Committees of Directors. The Board of Directors, by resolution adopted by a majority of the Directors in office, may designate one or more committees, each of which shall consist of two or more Directors, which committees, to the extent provided in said resolution, shall have and exercise the authority of the Board of Directors in the management of the corporation; but the designation of such committees and the delegation thereto of authority shall not operate to relieve the Board of Directors, or any individual director, of any responsibility imposed upon it or him by law.

Section 2. Other Committees. Other committees not having and exercising the authority of the Board of Directors in the management of the Association may be designated by a resolution adopted by a majority of the Directors present at a meeting at which a quorum is present. Except as otherwise provided in such resolution, members of each such committee shall be members of the Association, and the President of the Association shall appoint the members thereof. Any member thereof may be removed by the person or persons authorized to appoint such member whenever in their judgment the best interests of the Association shall be served by such removal.

Section 3. Term of Office. Each member of a committee shall continue as such until the next annual meeting of the members of the Association and until his successor is appointed, unless the committee shall be sooner terminated, or unless such member be removed from such committee, or unless such member shall cease to qualify as a member thereof.

Section 4. Chairman. One member of each committee shall be appointed chairman by the person or persons authorized to appoint the members thereof.

Section 5. Vacancies. Vacancies in the membership of any committee may be filled by appointments made in the same manner as provided in the case of the original appointments.

Section 6. Quorum. Unless otherwise provided in the resolution of the Board of Directors designating a committee, a majority of the whole committee shall constitute a quorum and the act of a majority of the members present at a meeting at which a quorum is present shall be the act of the committee.

Section 7. Rules. Each committee may adopt rules for its own government not inconsistent with these By-Laws or with rules adopted by the Board of Directors.

## ARTICLE VIII.

### Contracts, Checks, Deposits, and Funds

Section 1. Contracts. The Board of Directors may authorize any officer or officers, agent or agents of the Association, in addition to the officers so authorized by these By-Laws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Association, and such authority may be general or confined to specific instances.

Section 2. Checks, Drafts, etc. All checks, drafts, or orders for the payment of money, notes, or other evidences of indebtedness issued in the name of the Association, shall be signed by such officer or officers, agent or agents of the Association and in such manner as shall from time to time be determined by resolution of the Board of Directors. In the absence of such determination by the Board of Directors, such instruments shall be signed by the Treasurer or an Assistant Treasurer and countersigned by the President or a Vice President of the Association.

Section 3. Deposits. All funds of the Association shall be deposited from time to time to the credit of the Association in such banks, trust companies, or other depositories as the Board of Directors may select.

Section 4. Gifts. The Board of Directors may accept on behalf of the Association any contribution, gift, bequest, or devise for the general purposes or for any special purpose of the Association.

## ARTICLE IX

### Books and Records

The Association shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its members, Board of Directors, and committees having any of the authority of the Board of Directors, and shall keep at the registered or principal office a record giving the names and addresses of the members entitled to vote. All books and records of the Association may be inspected by any member, or his agent or attorney for any proper purpose at any reasonable time.

## ARTICLE X.

### Fiscal Year

The fiscal year of the Association shall begin on the first day of January and end on the last day of December in each year.

## ARTICLE XI

### Dues and Assessments

Section 1. Annual Dues and Assessments. The Board of Directors may determine from time to time the amount of annual dues and assessments payable to the Association by members.

Section 2. Payment of Dues and Assessments. Dues and Assessments shall be payable on call of the Board of Directors. Dues or assessments of new members shall be prorated on an annual basis.

Section 3. Default of Payment. Upon the failure to pay any dues or assessments, the Board of Directors shall have the power to exercise its lien to enforce payment of same, and take such other steps to make collection as it shall deem desirable.

ARTICLE XII.

Seal

The Board of Directors shall provide a corporate seal, in form satisfactory to the Board.

ARTICLE XIII.

Amendments to By-Laws

These By-Laws may be altered, amended or repealed and new By-Laws may be adopted by a majority of the voting members present at any annual or special meeting, if at least five (5) days' written notice is given of intention to alter, amend, or repeal or to adopt new By-Laws at such meeting.

IN WITNESS WHEREOF, we have hereunto signed our names this 21 day of October, 1966.

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/S/ R. B. Curry, Jr.  
President

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/S/ Howard B. Parker  
Secretary